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INTERSTATE COMMERCE COMMISSION

December 29, 1988

DEC 29 1988 2:25 PM
16073-B
RECORDATION NO. 16073-B

HARVEY E. WEINER
R. LAWRENCE McCAFFREY, JR.
JAMES A. BRODSKY
PETER E. KAPLAN
IRVING P. MARGULIES
MARK M. LEVIN
PETER A. GILBERTSON
MARK H. SIDMAN
L. MARK WINSTON**
MITCHEL H. KIDER
KIMBERLY A. MADIGAN
LAURENCE R. LATOURETTE
RANDAL D. SHIELDS*
PETER F. MORIARTY
MICHAELA A. ALBON
RICHARD J. ANDREANO, JR.
CHRISTOPHER E. HAGERUP
C. A. AVRAKOTOS* **
MARK L. HESSEL**
STEPHEN D. NILES*
KEVIN M. SHEYS
JEFFREY A. SOULE*

*NOT ADMITTED IN D.C.
**ADMITTED IN MD.

DELIVERED BY HAND

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

8-364A024
No. DEC 29 1988
Date
Fee \$ 13.00

Dear Ms. McGee:

ICC Washington, D.C.

I have enclosed two originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

This document is an Indenture Supplement No. 2, a secondary document, dated as of December 29, 1988. The primary document to which this is connected is recorded under Recordation No. 16073.

The names and addresses of the parties to the document are as follows:

Owner Trustee:

Wilmington Trust Company
Rodney Square North
Wilmington, Delaware 19890

Indenture Trustee:

The Connecticut Bank and Trust
Company, National Association
One Constitution Plaza
Hartford, Connecticut 06115

DEC 29 2 15 PM '88
MOTOR VEHICLE UNIT
100 OFFICE OF
TOLSON
40

Vertical handwritten notes on the left margin, including "Morris" and "Fitter".

Ms. Noreta R. McGee

-2-

December 29, 1988

A description of the equipment covered by the document follows:

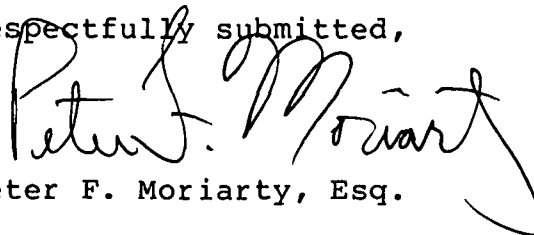
Two (2) AEM-7 electric locomotives, bearing National Railroad Passenger Corporation (Amtrak) road numbers 952 and 953.

A check made payable to the Commission in the amount of \$13.00 is enclosed for the fee. Please return one original to: Peter F. Moriarty, Weiner, McCaffrey, Brodsky & Kaplan, P.C., 1350 New York Avenue, N.W., Suite 800, Washington, D.C. 20005.

A short summary of the document to appear in the index follows:

Indenture Supplement No. 2, dated as of December 29, 1988, supplementing and amending that Trust Indenture and Security Agreement, dated as of December 1, 1988, as it pertains to two remaining AEM-7 electric locomotives (out of a total of seven such locomotives) bearing National Railroad Passenger Corporation (Amtrak) road numbers 952 and 953.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Peter F. Moriarty". The signature is fluid and cursive, with a large, stylized "M" and "A".

Peter F. Moriarty, Esq.

Enclosures

1257P/8231

DEC 29 1988 2:25 PM

INDENTURE SUPPLEMENT NO. 2 RECORDATION NO. 16073-B

THIS INDENTURE SUPPLEMENT NO. 2, dated as of December 29, 1988, between WILMINGTON TRUST COMPANY, a Delaware banking corporation having its principal office and chief place of business at Rodney Square North, Wilmington, Delaware 19890, not in its individual capacity but solely as Owner Trustee under the Trust Agreement as defined in Annex A in the Indenture referred to below, except as expressly provided in the Indenture referred to below (herein, together with any successors thereto in such trustee capacity, called the "Owner Trustee"), and THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association having its corporate trust office at One Constitution Plaza, Hartford, Connecticut 06115, Attention: Corporate Trust Department, as Indenture Trustee (herein, together with its successors and assigns permitted under the Indenture referred to below, called the "Indenture Trustee"),

W I T N E S S E T H:

WHEREAS, the Owner Trustee and the Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement, dated as of December 1, 1988 (the "Indenture"; the terms used and not otherwise defined herein and defined, either directly or by cross-reference, in the Indenture being used herein with the respective meanings assigned thereto in the Indenture), which Indenture provides for the execution and delivery from time to time of indenture supplements substantially in the form hereof for the purpose of confirming or completing the description of one or more Locomotives subjected to the lien of the Indenture;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the parties hereto hereby agree as follows:

1. The Owner Trustee hereby represents and warrants to the Indenture Trustee and the Lessee has confirmed to the Owner Trustee that, effective on the date hereof, the Locomotives described in the Annex hereto have been delivered to the Lessee, and have been duly accepted by the Lessee, and that said Annex contains a correct and complete description of said Locomotives (including Manufacturers' serial numbers, where appropriate) sufficient for the purposes of the Lease Agreement and the Indenture. The Owner Trustee further represents and warrants to the Indenture Trustee that the Lessee has confirmed to the Owner Trustee that each Locomotive covered hereby has been marked in accordance with Section 5 of the Lease.

2. This indenture supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

3. Although this indenture supplement is dated for convenience as of the date first above written, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the Acknowledgements hereto annexed.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed under their respective corporate seals by their respective officers thereunto duly authorized.

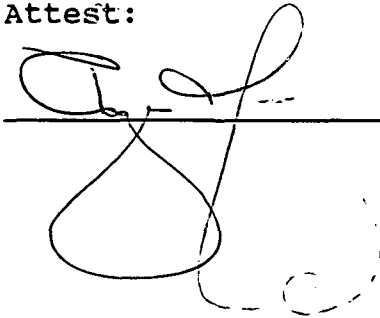
WILMINGTON TRUST COMPANY,
Not in its individual capacity but
solely as Owner Trustee, except as
expressly provided herein

By: _____

Title: James P. Lawler
Financial Services Officer

[Corporate Seal]

Attest:



THE CONNECTICUT BANK AND TRUST COMPANY,
NATIONAL ASSOCIATION,
As Indenture Trustee

By: _____

Vice President

[Corporate Seal]

Attest:

Assistant Secretary

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed under their respective corporate seals by their respective officers thereunto duly authorized.

WILMINGTON TRUST COMPANY,
Not in its individual capacity but
solely as Owner Trustee, except as
expressly provided herein

By: _____
Title:

[Corporate Seal]

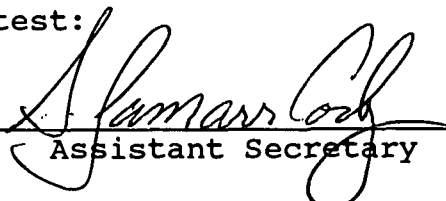
Attest:

THE CONNECTICUT BANK AND TRUST COMPANY,
NATIONAL ASSOCIATION,
As Indenture Trustee

By:  _____
Vice President

[Corporate Seal]

Attest:


Assistant Secretary

County of New Castle)
) ss.
State of Delaware)

On this 29th day of December, 1988, before me personally appeared James P. Lawler, to me personally known, who, being by me duly sworn, did say that he is a Financial Services Officer of WILMINGTON TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marion Tr. Brander
Signature of Notary Public

My commission expires

8-10-89

County of)
) ss.
State of Connecticut)

On this _____ day of December, 1988, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he is a _____ of THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

My commission expires

County of New Castle)
) ss.
State of Delaware)

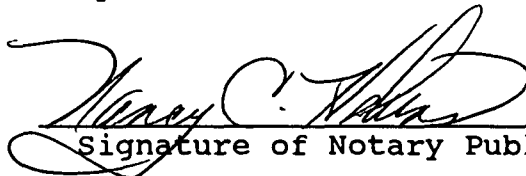
On this _____ day of December, 1988, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he is a _____ of WILMINGTON TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

My commission expires

County of *Hartford*)
) ss.
State of Connecticut)

On this 22nd day of December, 1988, before me personally appeared Mason M. Leonard, to me personally known, who, being by me duly sworn, did say that he is a Vice President of THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Signature of Notary Public

My commission expires

NANCY C. HOSKINS
NOTARY PUBLIC

MY COMMISSION EXPIRES MARCH 31, 1992

ANNEX 1 TO
INDENTURE SUPPLEMENT NO.2

DESCRIPTION OF LOCOMOTIVES

<u>Manufacturer</u>	<u>Model Number</u>	<u>Type</u>	<u>Manufacturer's Serial No.</u>	<u>Road Number</u>	<u>Purchase Price</u>	<u>Delivery Date</u>
Electro-Motive Division, General Motors Corporation	AEM-7	Electric	876006-6	952	\$3,682,400	December 29, 1988
"	"	"	876006-7	953	"	"
<hr/> Aggregate Purchase Price					<hr/> \$7,364,800	